

ZUCKERT SCOUTT & RASENBERGER, L.L.P.  
ATTORNEYS AT LAW

RECORDATION NO. 23812 FILED

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SURFACE TRANSPORTATION BOARD

SCOTT M. ZIMMERMAN

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January 9, 2002

**BY HAND**

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423



Dear Secretary Williams:

I have enclosed the original plus seven (7) additional executed counterparts of the document described below, to be recorded pursuant to Section 11301 of Title 49 of the United States Code.

This document is a Memorandum of Equipment Trust Agreement, a primary document, dated as of January 1, 2002.

The names and addresses of the parties to the document are as follows:

TRUSTEE/LESSOR: ALLFIRST BANK  
25 South Charles Street  
Baltimore, Maryland 21201

GUARANTOR/LESSEE: NORFOLK SOUTHERN RAILWAY COMPANY  
110 Franklin Road, S.E.  
Roanoke, Virginia 24042-0054

A description of the equipment covered by the document follows:

| <u>Number of Units</u> | <u>Description</u>  | <u>NS Road Numbers (Inclusive)</u> |
|------------------------|---|------------------------------------|
| 50                     | DASH 9-40CW Diesel-Electric Locomotives<br>(General Electric Company) | 9695--9744                         |

ZUCKERT SCOUTT & RASENBERGER, L.L.P.

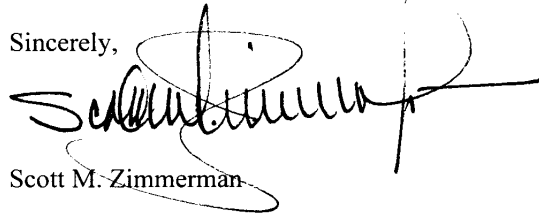
Mr. Vernon A. Williams  
January 9, 2002  
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A fee of \$28 is enclosed. Please return the original and any counterparts not needed by the Board for recordation to the undersigned's messenger.

A short summary of the document to appear in the index follows:

Memorandum of Equipment Trust Agreement dated as of January 1, 2002 between Allfirst Bank, 25 South Charles Street, Baltimore, Maryland 21201, and Norfolk Southern Railway Company, 110 Franklin Road, S.E., Roanoke, Virginia 24042-0054, creating the Norfolk Southern Railway Company Equipment Trust, Series L, covering fifty DASH 9-40CW diesel-electric locomotives numbered 9695-9744 inclusive.

Sincerely,

A handwritten signature in black ink, appearing to read "Scott M. Zimmerman", with a large, stylized flourish extending from the end of the signature.

Scott M. Zimmerman

Enclosures

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MEMORANDUM OF EQUIPMENT TRUST AGREEMENT ~~SURFACE~~ TRANSPORTATION BOARD

between

ALLFIRST BANK, a Maryland state-chartered  
commercial bank, as trustee (hereinafter called  
the **Trustee**), whose address is  
25 South Charles Street  
Baltimore, Maryland 21201,

and

NORFOLK SOUTHERN RAILWAY COMPANY, a Virginia  
corporation (hereinafter called the **Railway**),  
whose address is  
110 Franklin Road, S.E.  
Roanoke, Virginia 24042-0054

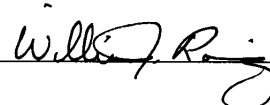
WHEREAS the Trustee and the Railway have entered into  
that certain Equipment Trust Agreement dated as of  
January 1, 2002 (hereinafter called the **Agreement**), creating  
the Norfolk Southern Railway Company Equipment Trust,  
Series L, covering the railroad equipment listed in  
Schedule A hereto, bearing the reporting marks and road  
numbers of Norfolk Southern Railway Company shown in said  
Schedule A, and all additions and alterations thereof,  
replacements thereof and substitutions therefor;

IN WITNESS WHEREOF, the Trustee and the Railway wish to  
show for the public record (a) the ownership of the said  
railroad equipment by the Trustee, as trustee under the  
Agreement, as security for the obligations of the Railway  
under the Agreement and the equipment trust certificates  
issued thereunder, and (b) the leasehold interest of the  
Railway in said railroad equipment thereunder, and  
accordingly have caused this memorandum to be executed by  
their officers thereunto duly authorized, as of the date  
first above written.

ALLFIRST BANK, as trustee

by 

NORFOLK SOUTHERN RAILWAY COMPANY

by 



SCHEDULE A  
(Equipment Trust Agreement  
dated as of January 1, 2002)

| <u>Quantity</u> | <u>Description</u>   | NS Road Numbers<br><u>(Inclusive)</u> |
|-----------------|--|---------------------------------------|
| 50              | DASH 9-40CW Diesel-<br>Electric Locomotives<br>(General Electric<br>Company) | 9695--9744                            |